EXHIBIT D
FORM PROJECT AGREEMENT

TO: _____
NEODATA Services, Inc.
833 West South Boulder
Louisville, Colorado 80027-2499

From: _____
Philip Morris Incorporated
120 Park Avenue
New York, New York 10017

Date: _____

Dear _____:

This Project Agreement is entered pursuant to the Agreement dated as of the ____ day of _____ (the "Agreement"), by and between NEODATA Services, Inc. ("NEODATA") and Philip Morris Incorporated ("Philip Morris"). The Agreement and this Project Agreement set forth the terms and conditions under which NEODATA will render services beginning as of the date of this Project Agreement and continuing through the later of completion of the Project (as hereinafter defined) or _____, 199____.

1. NEODATA will perform the following services in connection with the locations set forth below (the "Project"):

[insert description of specific Project, services to be rendered]

2. In consideration for services rendered through the term of this Project Agreement, Philip Morris will pay NEODATA as follows:

_____

_____.

Total fees to NEODATA throughout the term of this Project Agreement will not exceed $_____ without the advance written approval of Philip Morris.

[3. Philip Morris will reimburse NEODATA at cost, for reasonable, competitively priced expenses incurred in providing services, in accordance with Section 3 of the Agreement.]

If and when Philip Morris requests additional services or modifies the Project, NEODATA will deliver to Philip Morris for its advance approval a Project Change Notice, which will include an estimate of anticipated fees and expenses.

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4. This Project Agreement will last until completion of the Project. Either party may terminate this Project Agreement in accordance with the terms of the Agreement **[include shorter termination period, if applicable, to Project Agreement].**

5. This Project Agreement may be amended only by a Project Change notice signed by both parties.

6. This Project Agreement is subject to the terms and conditions of the Agreement. In the event of conflict between the provisions, the Agreement will prevail.

If the foregoing accurately sets forth our Agreement, please signify your acceptance and agreement by signing the enclosed copy of this Project Agreement and returning it to the undersigned.

Very truly yours,

PHILIP MORRIS INCORPORATED

By: _____

Title: _____

ACCEPTED AND AGREED:

NEODATA SERVICES, INC.

By: _____

Title: _____

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